

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE**

In re NEOPHARMA, INC., Debtor.	Case No. 2:20-bk-52015-SDR Chapter 11
In re NEOPHARMA TENNESSEE LLC, Debtor.	Case No. 2:20-bk-52016-SDR Jointly Administered

NOTICE OF SUCCESSFUL BIDDER

PLEASE TAKE NOTICE that pursuant to the *Order (I) Authorizing Creditor's Committee and Chapter 11 Trustee to Market Debtors' Assets for Sale, (II) Approving the Bidding Procedures, (III) Approving the Form of Asset Purchase Agreement, (IV) Approving Stalking Horse Bid and Certain Bid Protections, (V) Authorizing the Committee Chairperson or the Committee's Designee to Execute Transaction Documents, and (VI) Granting Related Relief* [Docket No. 185] entered by the United States Bankruptcy Court for the Eastern District of Tennessee (the "**Bankruptcy Court**") on February 18, 2021 (the "**Bidding Procedures Order**"): ¹ (i) the Bid Deadline was March 24, 2021, at 5:00 p.m. (ET); (ii) in the event of more than one Qualified Bids, an Auction would be conducted on March 26, 2021; and (iii) in the event that the Chapter 11 Trustee and the Committee did not receive at least two Qualified Bids, no Auction would be conducted.

PLEASE TAKE FURTHER NOTICE that pursuant to the *Notice of Extension of Stalking Horse Designation Deadline and of Stalking Horse Bidder* [Docket No. 223], filed on March 21, 2021, American Antibiotics, LLC, a Georgia limited liability company ("**American Antibiotics**"), was designated as the Stalking Horse Purchaser for the Assets. Under the Bidding Procedures Order, the Stalking Horse Bid was considered a Qualified Bid.

PLEASE TAKE FURTHER NOTICE that the court appointed chapter 11 trustee (the "**Chapter 11 Trustee**") and the Official Committee of Unsecured Creditors (the "**Committee**") received Qualified Bids for the Assets from Chartwell Pharmaceuticals LLC, a Delaware limited liability company ("**Chartwell**"), and Polymathes Capital LLC, a Delaware limited liability company ("**Polymathes**").

PLEASE TAKE FURTHER NOTICE that the Chapter 11 Trustee and the Committee conducted an auction (the "**Auction**") on March 26, 2021 for the Assets. At the conclusion of the Auction, the Chapter 11 Trustee and the Committee selected American Antibiotics as the

¹ Capitalized terms used but not otherwise defined in this notice shall have the meanings ascribed to them in the Bidding Procedures Order.

successful bidder (the “**Successful Bidder**”). The terms of the Successful Bidder’s bid, pursuant to which it has agreed to purchase the Assets for, among other consideration, a purchase price of \$8,700,000² plus certain assumed liabilities, are set forth on the record at the Auction and in the Asset Purchase Agreement to be executed between the Chapter 11 Trustee, on behalf of the Debtors, and the Successful Bidder (the “**American Antibiotics APA**”).

PLEASE TAKE FURTHER NOTICE that, in accordance with the Bidding Procedures Order, the Selected Assumed Contracts are attached hereto as Exhibit 1. The proposed assignee of the Selected Assumed Contracts shall be American Antibiotics.

PLEASE TAKE FURTHER NOTICE that at the conclusion of the Auction, the Chapter 11 Trustee and Committee selected Polymathes as the backup bidder (the “**Backup Bidder**”) for a purchase price of \$8,600,000 cash, as set forth on the record at the Auction.

PLEASE TAKE FURTHER NOTICE that the Chapter 11 Trustee and Committee will seek entry of an order approving the sale of the Assets to the Successful Bidder pursuant to the terms of the American Antibiotics APA at the Sale Hearing, which is scheduled to be held telephonically on March 31, 2021 at 10:00 a.m. (ET) before the Honorable Shelley D. Rucker. Procedures for participating in telephonic hearings can be found on the Court’s website at www.tneb.uscourts.gov.

Dated March 29, 2021,

POLSINELLI PC

/s/ David E. Gordon

David E. Gordon
Georgia Bar No. 111877 (admitted *Pro Hac Vice*)
Caryn E. Wang
Georgia Bar No. 542093 (admitted *Pro Hac Vice*)
1201 West Peachtree Street NW
Atlanta, Georgia 30309
Telephone: (404) 253-6000
Facsimile: (404) 684-6060
dgordon@polsinelli.com
cewang@polsinelli.com

– and –

Michael Malone (Tenn. Bar No. 031219)
401 Commerce Street, Suite 900
Nashville, TN 37219
Telephone: (615) 259-1510
Facsimile: (615) 259-1573
mmalone@polsinelli.com

*Counsel to Gary M. Murphey
As Chapter 11 Trustee*

/s/ Gregory C. Logue

WOOLF, MCCLANE, BRIGHT, ALLEN &
CARPENTER, PLLC
Gregory C. Logue
(Tenn. Bar. No. 012157)
900 S. Gay Street, Suite 900
Knoxville, TN 37902
Telephone: (865) 215-1000
glogue@wmbac.com

– and –

BUCHALTER, P.C.
Jeffrey K. Garfinkle
(Cal Bar. No. 153496; Wash. Bar No. 55968)
(Admitted *Pro Hac Vice*)
Julian I. Gurule
(Cal. Bar. No. 252160)
(Admitted *Pro Hac Vice*)
18400 Von Karman Ave., Suite 800
Irvine, CA 92612
Telephone: (949) 760-1121
jgarfinkle@buchalter.com
jgurule@buchalter.com
Counsel to Official Committee of Unsecured Creditors

² \$8,700,000 includes \$8,500,000 cash plus a \$200,000 break-up fee credit.

EXHIBIT 1

Selected Assumed Contracts

Contract	Debtor Contract Party	Contract Counterparty
PILOT Facility Lease Agreement and Related Tax Documents	Neopharma Tennessee LLC	Industrial Development Board of the City of Bristol, Tennessee
Trademark License	Neopharma, Inc.	GlaxoSmithKline Glaxo Group Ltd.
Patent License Agreement	Neopharma, Inc.	GlaxoSmithKline Glaxo Group Ltd.